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URBAN A. LESTER

September 5, 2000

RECORDATION NO. **23008-E** FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

SEP 5 '00 3-06 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Modification to Bill of Sale, dated August 31, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale which was previously filed with the Board under Recordation Number 23008-C.

The names and addresses of the parties to the enclosed document are:

Seller: Allfirst Bank
25 South Charles Street
Baltimore, MD 21202

[Buyer: ICX Corporation]

Mr. Vernon A. Williams
September 5, 2000
Page Two

A description of the railroad equipment covered by the enclosed documents is:

- 346 boxcars within the series
WC 24000 - WC 24349;
- 48 boxcars within the series
WC 29000 - WC 29049;
- 16 GP-40 locomotives within the series
WC 3000 - WC 3025;

A short summary of the document to appear in the index follows:

Modification to Bill of Sale from Allfirst Bank to ICX Corporation covering the railcars and locomotives identified above (Schedule 2 is deleted).

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. **23008-E** FILED

SEP 5 '00 3-06 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF MODIFICATION
TO A BILL OF SALE**

dated August 31, 2000

by and between

**ALLFIRST BANK
Seller**

and

**ICX CORPORATION
Purchaser**

**MEMORANDUM OF MODIFICATION
TO BILL OF SALE**

SEP 5 '00

3-06 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF MODIFICATION TO A BILL OF SALE (this "Agreement") is made as of this 31st day of August, 2000, by and between ALLFIRST BANK, a Maryland state-chartered banking corporation (the "Seller") and ICX CORPORATION, an Ohio corporation (the "Purchaser"), witnesseth:

RECITALS

A. The Seller and the Purchaser are parties to that certain Transfer Agreement (the "Transfer Agreement") dated as of August 31, 2000 pursuant to which the Seller assigned to the Purchaser and the Purchaser purchased from the Seller all of the Seller's right, title and interest in and to Schedules Nos. 1, 8, and 10, each dated June 30, 2000 (collectively, the "Lease") and each issued pursuant to the Master Lease Agreement dated June 30, 2000 between Seller, as lessor, and Wisconsin Central Ltd., as lessee ("Lessee").

B. A Bill of Sale from the Seller dated August 30, 2000 (the "Bill of Sale"), was recorded with the Surface Transportation Board on August 30, 2000, under Recordation No. 23008C.

C. The Seller and the Purchaser desire to amend certain provisions of the Bill of Sale.

TERMS

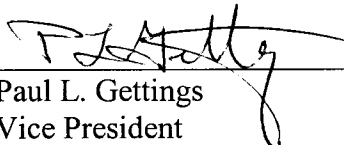
NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Seller and the Purchaser hereby agree as follows:

1. The facts set forth above are true and accurate in each respect.
2. The Bill of Sale is hereby amended as follows: Exhibit A attached to the Bill of Sale is removed and substituted in lieu thereof with Exhibit A attached hereto.
3. The term "this Bill of Sale" as used in the Bill of Sale shall mean the Bill of Sale as modified herein unless the context clearly indicates or dictates a contrary meaning.
4. This Agreement may be executed in any number of counterparts, all of which when taken together shall constitute one agreement

[SIGNATURES APPEAR OF NEXT PAGE]

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the date first above written.

ALLFIRST BANK

By:  (SEAL)
Paul L. Gettings
Vice President

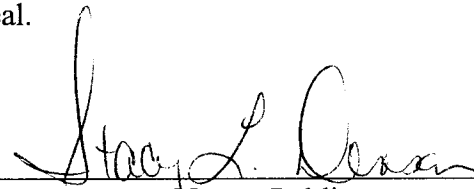
ICX CORPORATION

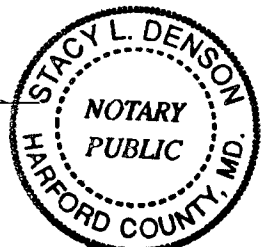
By: _____ (SEAL)
Name:
Title:

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 15 day of Sept., 2000, before me, a Notary Public of the City and State aforesaid, personally appeared Paul L. Gettings, to me personally known, who being by me duly sworn, says that he is a Vice President of Allfirst Bank, a Maryland state-chartered banking corporation, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of the Executive Committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal.


Notary Public



My Commission Expires:

My Commission Expires
08/02/2003

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the date first above written.

ALLFIRST BANK

By: _____ (SEAL)
Paul L. Gettings
Vice President

ICX CORPORATION

By: _____ (SEAL)
Name: **JOHN M. O'DONNELL**
Title: **VICE PRESIDENT**

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this ____ day of August, 2000, before me, a Notary Public of the City and State aforesaid, personally appeared Paul L. Gettings, to me personally known, who being by me duly sworn, says that he is a Vice President of Allfirst Bank, a Maryland state-chartered banking corporation, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of the Executive Committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal.

Notary Public

My Commission Expires:

STATE OF OHIO, COUNTY OF Cuyahoga, TO WIT:

On this 31 day of August, 2000, before me, a Notary Public of the County and State aforesaid, personally appeared John O'Donnell to me personally known, who being by me duly sworn, says that he is the duly authorized representative of ICX Corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Robert L. Evans

Notary Public

My Commission Expires:

ROBERTA L. EVANS
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Feb. 22, 2005

DESCRIPTION OF RAILCARS

Schedule No. 1: Three hundred forty-six (346) 50 ft., 70-ton boxcars, Plate B, with cushioned underframes, originally built in 1975, OT-37 rebuild in 1990, bearing the following road marks and numbers:

WC 024000	WC 024065	WC 024129	WC 024195	WC 024260	WC 024324
WC 024001	WC 024066	WC 024130	WC 024196	WC 024261	WC 024325
WC 024002	WC 024067	WC 024131	WC 024197	WC 024262	WC 024326
WC 024003	WC 024068	WC 024132	WC 024198	WC 024263	WC 024327
WC 024004	WC 024069	WC 024133	WC 024199	WC 024264	WC 024328
WC 024005	WC 024070	WC 024134	WC 024200	WC 024265	WC 024329
WC 024006	WC 024071	WC 024135	WC 024201	WC 024266	WC 024330
WC 024007	WC 024072	WC 024136	WC 024202	WC 024267	WC 024331
WC 024008	WC 024073	WC 024137	WC 024203	WC 024268	WC 024332
WC 024009	WC 024074	WC 024138	WC 024204	WC 024269	WC 024333
WC 024010	WC 024075	WC 024140	WC 024205	WC 024270	WC 024334
WC 024011	WC 024076	WC 024141	WC 024207	WC 024271	WC 024335
WC 024012	WC 024077	WC 024142	WC 024208	WC 024272	WC 024336
WC 024013	WC 024078	WC 024143	WC 024209	WC 024273	WC 024337
WC 024014	WC 024079	WC 024144	WC 024210	WC 024274	WC 024338
WC 024015	WC 024080	WC 024145	WC 024211	WC 024275	WC 024339
WC 024016	WC 024081	WC 024146	WC 024212	WC 024276	WC 024340
WC 024017	WC 024082	WC 024147	WC 024213	WC 024277	WC 024341
WC 024018	WC 024083	WC 024148	WC 024214	WC 024278	WC 024342
WC 024019	WC 024084	WC 024149	WC 024215	WC 024279	WC 024343
WC 024020	WC 024085	WC 024150	WC 024216	WC 024280	WC 024344
WC 024021	WC 024086	WC 024151	WC 024217	WC 024281	WC 024345
WC 024022	WC 024087	WC 024153	WC 024218	WC 024282	WC 024346
WC 024023	WC 024088	WC 024154	WC 024219	WC 024283	WC 024347
WC 024024	WC 024089	WC 024155	WC 024220	WC 024284	WC 024348
WC 024025	WC 024090	WC 024156	WC 024221	WC 024285	WC 024349
WC 024026	WC 024091	WC 024157	WC 024222	WC 024286	
WC 024027	WC 024092	WC 024158	WC 024223	WC 024287	
WC 024028	WC 024093	WC 024159	WC 024224	WC 024288	
WC 024029	WC 024094	WC 024160	WC 024225	WC 024289	
WC 024030	WC 024095	WC 024161	WC 024226	WC 024290	
WC 024031	WC 024096	WC 024162	WC 024227	WC 024291	
WC 024032	WC 024097	WC 024163	WC 024228	WC 024292	
WC 024033	WC 024098	WC 024164	WC 024229	WC 024293	
WC 024034	WC 024099	WC 024165	WC 024230	WC 024294	
WC 024035	WC 024100	WC 024166	WC 024231	WC 024295	
WC 024036	WC 024101	WC 024167	WC 024232	WC 024296	
WC 024037	WC 024102	WC 024168	WC 024233	WC 024297	
WC 024038	WC 024103	WC 024169	WC 024234	WC 024298	
WC 024039	WC 024104	WC 024170	WC 024235	WC 024299	
WC 024041	WC 024105	WC 024171	WC 024236	WC 024300	
WC 024042	WC 024106	WC 024172	WC 024237	WC 024301	
WC 024043	WC 024107	WC 024173	WC 024238	WC 024302	
WC 024044	WC 024108	WC 024174	WC 024239	WC 024303	
WC 024045	WC 024109	WC 024175	WC 024240	WC 024304	
WC 024046	WC 024110	WC 024176	WC 024241	WC 024305	
WC 024047	WC 024111	WC 024177	WC 024242	WC 024306	
WC 024048	WC 024112	WC 024178	WC 024243	WC 024307	
WC 024049	WC 024113	WC 024179	WC 024244	WC 024308	
WC 024050	WC 024114	WC 024180	WC 024245	WC 024309	
WC 024051	WC 024115	WC 024181	WC 024246	WC 024310	
WC 024052	WC 024116	WC 024182	WC 024247	WC 024311	
WC 024053	WC 024117	WC 024183	WC 024248	WC 024312	
WC 024054	WC 024118	WC 024184	WC 024249	WC 024313	
WC 024055	WC 024119	WC 024185	WC 024250	WC 024314	
WC 024056	WC 024120	WC 024186	WC 024251	WC 024315	
WC 024057	WC 024121	WC 024187	WC 024252	WC 024316	
WC 024058	WC 024122	WC 024188	WC 024253	WC 024317	
WC 024059	WC 024123	WC 024189	WC 024254	WC 024318	
WC 024060	WC 024124	WC 024190	WC 024255	WC 024319	
WC 024061	WC 024125	WC 024191	WC 024256	WC 024320	
WC 024062	WC 024126	WC 024192	WC 024257	WC 024321	
WC 024063	WC 024127	WC 024193	WC 024258	WC 024322	
WC 024064	WC 024128	WC 024194	WC 024259	WC 024323	

Schedule No. 8: Forty-eight (48) 50 ft., 70-ton boxcars, Plate F, with cushioned underframes, originally built in 1967, rebuilt to Rule 88 standards in 1990 bearing the following road marks and numbers:

WC 029000	WC 029042
WC 029001	WC 029043
WC 029002	WC 029044
WC 029003	WC 029045
WC 029004	WC 029046
WC 029005	WC 029047
WC 029006	WC 029048
WC 029007	WC 029049
WC 029008	
WC 029009	
WC 029010	
WC 029011	
WC 029012	
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WC 029029	
WC 029030	
WC 029031	
WC 029032	
WC 029033	
WC 029034	
WC 029035	
WC 029036	
WC 029038	
WC 029039	
WC 029040	
WC 029041	

Schedule No. 10: Sixteen (16) EMD GP-40 locomotives, 3000 horsepower, originally built in 1970(8) and 1971(8), bearing the following road marks and numbers: WC3000, WC3002 through and including WC3007, WC3009, WC3011, WC3012, WC3014, WC3017, WC3022 through and including WC3025.